FÓRM D 02035906

SECURITIES AND EXCHANGE COMMISSION
Washington, D:C. 20549

FORM Described in

NOTICE OF SALE OF SECURITIES

MAY 1 0 20 UNIFORM LIMITED OFFERING EXEMPTION

RECEIVED

	PROVAL
OMB Number:	
Expires:	May 31, 2002
Estimated aver	age burden
hours per respo	onse16.00

SEC USE ONLY						
Prefix	"	Serial				
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Name of Offering (D check if this is an amendment and name has changed, and indicate change.) INTERSTATE GAS MARKETING 2002-1 GENERAL PARTNERSHIP
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) INTERSTATE GAS MARKETING 2002-1 GENERAL PARTNERSHIP
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 2018 S. Sixth St. Indiana, PA 15701 724-465-7958
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)
Brief Description of Business PROCESSED
Oil and gas drilling and production operations MAY 2 9 2002
Type of Business Organization Corporation IHOMSON Indicate partnership, already formed Other (please specify): general gen
□ business trust □ limited partnership, to be formed partnership, to be formed
Actual or Estimated Date of Incorporation or Organization: O 6 0 2
GENERAL INSTRUCTIONS
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts. A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in social states where soles are the securities as a precondition to the claim for the exemp-

Potential persons who are to respond to the collection of information of contained in this form are not required to respond unless the form displays a currently valid OMB control number.

law. The Appendix to the notice constitutes a part of this notice and must be completed.

exemption is predicated on the filing of a federal notice.

tion, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such

· Each promote	er of the issuer, if t	the issuer has been organize	ed within the past five year	ırs;	•
 Each benefici securities of t 		power to vote or dispose,	or direct the vote or dispo	sition of, 10%	or more of a class of equity
• Each executiv	e officer and directo	or of corporate issuers and o	of corporate general and m	anaging partner	s of partnership issuers; and
• Each general	and managing part	ner of partnership issuers.			
Check Box(es) that A	Apply: Promo	ter	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last nam MELNICK, MICHA		d).			
Business or Residence	e Address (Numb	per and Street, City, State,	Zip Code)		
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Full Name (Last nam RUDDY, PAUL G.	-	d):		March Section	
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3. Does	the offer	ing permit	t joint own	nership of	a single u	nit?					ermy problem is a fill	Yes No. DΣ □
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1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold -0--0-1,395,000 395,000 Equity . . ☐ Preferred ☐ Common Convertible Securities (including warrants) ... 1,395,000 1,395,000 Partnership Interests -0-Other (Specify Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases -0-Accredited Investors _0-**-**0-Non-accredited Investors . . . -0-Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C. Question 1. Type of Dollar Amount Security Sold Type of offering Rule 505 ... -0-Regulation A ~-()°-Rule 504. 0. 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. -0-Transfer Agent's Fees -0-Printing and Engraving Costs -0-..... -0-Accounting Fees..... Engineering Fees -0--0-Sales Commissions (specify finders' fees separately)...... -0-Other Expenses (identify)

-0-

TÜ	Enter the difference between the aggregate offering a conditional expenses furnished in response to Para adjusted gross proceeds to the issuer."	C - Question 4.a. This difference is the		s 1,395,000
18	ndicate below the amount of the adjusted gross proceed for each of the purposes shown. If the amount for trimate and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in res	any purpose is not known, furnish a total of the payments listed must equal	n. al :.	
			Payments to Officers, Directors, &	Payments To
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	Purchase, rental or leasing and installation of machine	inery and equipment	s	□ s <u>-0-</u>
	Construction or leasing of plant buildings and facility	ties 🗆 :	<u> </u>	□ <u>s</u> -0-
	offering that may be used in exchange for the assets issuer pursuant to a merger) Repayment of indebtedness Working capital		5 -0- 5 -0-	□ s -0- □ s -0- □ s -0-
	Other (specify):	_	s <u>-0-</u>	□ s -0-
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See .	D: FE	DERAL SIGNATURE		
ollow	ssuer has duly caused this notice to be signed by the un ring signature constitutes an undertaking by the issuer to of its staff, the information furnished by the issuer to	o furnish to the U.S. Securities and Ex	change Commissi	on, upon written re-
INI	(Print or Type) ERSTATE GAS MARKETING 2-1 GENERAL PARTNERSHIP	ee }	Date	4/12/02
Name		of Signer (Print or Type)	.•	e e e e e e e e e e e e e e e e e e e
	William Gregg .	ice President		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E STATE SE		

1.	Is any party described in 17 C	FR 230.262 presently s	ubject to any of the di	isqualification provisions		Yes	No
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	المحمد المحم المحمد المحمد المحم	See Appendix,	Column 5, for state	response.	21 % · · · · · · · · · · · · · · · · · ·		٠

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

lssuer (Print or Type) INTERSTATE GAS MARKETING 2002-1 GENERAL PARTNERSHIP	Signature Oll I	Date 4/12/02
Name (Print or Type)	Title (Print or Type)	to a second of the second of t
William Gregg	Vice President	The second secon

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item1)	of security aggregate ing price Type of investor and ad in state amount purchased in State					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item1)			
State	Yes	.f	Partnership Interests \$1,395,000	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
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